

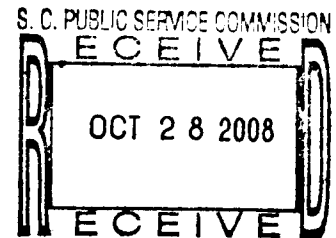


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Posted: DDW
Dept: SA-615
Date: 10-29-08
Time: 7:40

2008-406-C
2003-86-C

October 27, 2008



Chief Clerk
South Carolina Public Service Commission
P.O. Drawer 11649
Columbia, South Carolina 29211

Re: Application of Consolidated Communications Operator Services, Inc. and Consolidated Communications Network Services, Inc. (to be known as Consolidated Communications Enterprise Services, Inc.) for authority to transfer the Certificate of Public Convenience and Necessity to Provide Operator Assisted Telecommunications Service in South Carolina

Dear Mr. Terreni:

We are hereby transmitting for filing with the South Carolina Public Service Commission an original and two copies of the application of Consolidated Communications Operator Services, Inc. ("CCOS") for authority to transfer the Certificate of Public Convenience and Necessity to Provide Operator Assisted Telecommunications Service in South Carolina to Consolidated Communications Network Services, Inc., ("CCNS") to be known as Consolidated Communications Enterprise Services, Inc.

CCOS, a sister company of CCNS, currently provides operator assisted telecommunications services in the state of South Carolina pursuant to a Certificate issued by the South Carolina Public Service Commission in Docket No. 2003-86-C, Order No. 2003-534. CCOS and CCNS are both indirect subsidiaries of Consolidated Communications Holdings, Inc. ("CCH"), a publicly-traded corporation. In order to simplify its internal corporate structure for accounting, financial and internal management reasons, CCH is planning to combine a number of its existing direct and indirect subsidiaries. As is pertinent to this Application, the business and assets of CCOS will be transferred to CCNS, and CCOS's corporate existence will cease. In addition, at the time of this internal corporate restructuring, CCNS's corporate name will be changed from Consolidated Communications Network Services, Inc. to Consolidated Communications Enterprise Services, Inc.

CCNS will thereafter carry on the telecommunications business and provide the telecommunications services currently provided by CCOS in South Carolina and other states. Accordingly, it is necessary for the CCNS to obtain issuance of a Certificate in its own name. CCNS plans to offer the same services currently offered by CCOS in South Carolina, at the same prices, terms and conditions as currently offered by CCOS.

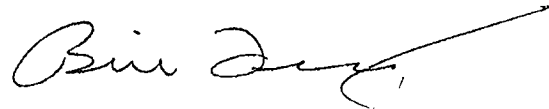
October 27, 2008
Page 2

CCH seeks to effectuate the internal corporate restructuring described above on January 1, 2009. Accordingly, CCNS respectfully requests the Commission to take the necessary actions to grant this Application prior to December 31, 2008.

Please contact the undersigned if there are any questions concerning this Application. Please file-stamp the enclosed additional copy of this letter and the Application and return them to the undersigned in the pre-addressed, pre-paid envelope that has been included with this transmittal.

Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script, appearing to read "Bill Terry", with a long horizontal flourish extending to the right.

Bill Terry
Senior Manager - Regulatory

Attachment:
Application (Original and two copies)

cc: Office of Regulatory Staff
State of South Carolina
1401 Main Street, Suite 900
Columbia, SC 29201

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receive without any changes to the service offerings, rates, or terms and conditions.

Applicants respectfully request expedited treatment of this Application in order to permit them to consummate the proposed internal reorganization effective January 1, 2009.

In support of the Application, Applicants state as follows:

II. Description of Applicants

A. Consolidated Communications Operator Services, Inc.

Transferor, CCOS, is a wholly-owned subsidiary of Consolidated Communications, Inc. ("CCI"), which is a wholly-owned subsidiary of Consolidated Communications Holdings, Inc. ("CCH"), a publicly-traded corporation, organized under the laws of the State of Delaware. CCOS was incorporated under the laws of the State of Delaware, and a copy of the CCOS's certificate of good standing issued by the Secretary of State of Delaware, and CCOS's articles of incorporation, is attached as Exhibit 1. Exhibit 2 is a copy of the authority to do business issued by the South Carolina Secretary of State granting CCOS, the Transferor, authority to do business in South Carolina.

CCOS received its Certificate from this Commission in Docket No. 2003-86-C, Order No. 2003-534. The Certificate authorizes CCOS to provide operator assisted telecommunications services in South Carolina. In granting the Certificate, the Commission imposed a number of conditions under which CCOS is obligated to comply, and waived requirements that CCOS maintain its records in South Carolina and maintain its financial records in accordance with the Uniform System of Accounts.

CCOS is presently certificated by the applicable state commissions to provide telecommunications services in a total of 21 states: Alabama, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Michigan, Mississippi, Minnesota, Missouri, Nebraska, Ohio,

Oklahoma, Pennsylvania, South Carolina, South Dakota, Tennessee, Texas and Wisconsin.

B. Consolidated Communications Network Services, Inc.

Transferee, CCNS, is a sister corporation of Transferor, CCOS, and a wholly-owned subsidiary of CCI, which is a wholly-owned subsidiary of CCH, a publicly-traded corporation, organized under the laws of the State of Delaware. CCNS was incorporated under the laws of the State of Delaware, and a copy of the CCNS's certificate of good standing issued by the Secretary of State of Delaware, and CCNS's articles of incorporation is attached as Exhibit 3. Transferee is in the process of filing for and obtaining authority to do business in South Carolina, and will make a supplemental filing of its certificate of authority from the South Carolina Secretary of State as a foreign corporation when received. As noted above, Exhibit 2 is a copy of the authority to do business issued by the South Carolina Secretary of State granting CCOS, the Transferor, authority to do business in South Carolina.

CCNS is currently providing telecommunications services, pursuant to certifications granted by the applicable state commissions, in a total of 10 states: Arizona, Colorado, Georgia, Illinois, Iowa, Indiana, Kentucky, Missouri, North Carolina and Ohio.

III. Description of Internal Reorganization

Transferor, CCOS, now desires to transfer all of the above described Certificate and convey and transfer all of its assets to its sister corporation and Transferee, CCNS, so as to permit CCNS to operate and provide all of the Transferor's telecommunications services in the state of South Carolina. As detailed below, CCNS seeks to continue the operations and service of its sister corporation CCOS, whose business and assets will be transferred to CCNS. Upon such transfer, the corporate existence of the Transferor, CCOS, will be terminated. Transferee seeks to accomplish this transfer and to begin service on January 1, 2009. As this is an internal

reorganization, there are no written agreements concerning the proposed transfer.

Transferee's current corporate name is CCNS. It is planned that on January 1, 2009, which is scheduled to be the effective date of the transaction described in this Application, the corporate name of CCNS will be changed to CCES. In accordance with the General Corporation Law of Delaware, this change of name will be effected by (i) adoption of a resolution by the Board of Directors of CCNS amending the CCNS articles of incorporation to change the corporate name to CCES, and (ii) filing the amendment to the articles of incorporation with the Delaware Secretary of State.

Transferee has six sister corporations, all of which are wholly-owned subsidiaries of CCI. CCI, in turn, is a wholly-owned subsidiary of CCH. CCH also owns two other sets of subsidiaries in addition to CCI. Specifically, CCH owns Consolidated Communications Acquisition Texas, Inc., which in turn directly owns five companies providing various telecommunications services primarily in the State of Texas, and indirectly owns partial interests in three additional companies providing various telecommunications services primarily in the State of Texas. CCH also owns North Pittsburgh Systems, Inc., which in turn directly owns three companies providing various telecommunications services primarily in the State of Pennsylvania. Exhibit 4 to this Application shows CCH and its current direct and indirect subsidiaries.

In order to simplify the overall CCH corporate structure, and to reduce and streamline internal and external management, financial, tax and regulatory accounting, recordkeeping and reporting requirements, it is planned that on January 1, 2009, the businesses and assets of a number of the existing direct and indirect subsidiaries of CCH will be combined. As a result of this internal corporate restructuring, CCH will have one direct subsidiary, CCI. CCI in turn will

have five directly-owned subsidiaries, including CCES. CCES in turn will have one wholly-owned subsidiary, Consolidated Communications of Pennsylvania Company, and several partially-owned subsidiaries. Exhibit 5 to this Application shows the corporate structure of CCH and its direct and indirect subsidiaries following the planned internal corporate restructuring.

In summary, to effectuate the planned corporate restructuring, the businesses and assets of a number of the current indirect subsidiaries of CCH will be transferred to CCNS, with CCNS (to be renamed CCES) the surviving corporation.

Transferee CCNS seeks to provide the same service in South Carolina that is presently provided by its corporate sister and Transferor, CCOS, whose business and assets will be transferred to Transferee. Transferee proposes offering these services throughout the state of South Carolina in the same manner currently provided by CCOS.

Applicants submit that the proposed internal reorganization will be transparent to the customers of CCOS. Following approval of the proposed transfer of Certificate authority, CCNS will file its tariff, which will be the same tariff CCOS currently has on file for South Carolina, with the company name changed, but no change in rates, terms and conditions, to be effective January 1, 2009. Additionally, CCOS will make a filing to cancel and withdraw its tariff effective January 1, 2009.

IV. Designated Contact

All inquiries regarding either of the Applicants or this Application should be directed to:

Bill Terry
Senior Manager – Regulatory
Consolidated Communications Network Services, Inc., to be known as Consolidated Communications Enterprise Services, Inc.
350 South Loop 336 West
Conroe, Texas 77304
Tel: 936-788-7421

Fax: 936-788-1229
Toll-Free: 1-866-896-3185
www.consolidated.com
bill.terry@consolidated.com

V. Requested Waivers

As noted above, in originally granting the Certificate to CCOS, the Commission waived requirements that CCOS maintain its records in South Carolina and maintain its financial records in accordance with the Uniform System of Accounts. Transferee CCNS respectfully requests the Commission apply the same waivers to the Certificate when transferred from CCOS to CCNS.

VI. Public Interest

Applicants submit, in good faith, that the internal reorganization which necessitates transfer of CCOS's Certificate to CCNS is consistent with the public interest by simplifying the overall corporate structure and streamlining internal and external management, financial, tax and regulatory accounting, and recordkeeping and reporting requirements. The internal reorganization involves no change in the ultimate ownership or control of Applicants' operations, nor will the internal reorganization affect customers of Transferor CCOS, who will continue to receive the same quality services they currently receive without any changes to the service offerings, rates, or terms and conditions. Transferee CCNS will receive the assets, resources and employees of Transferor CCOS, and is and will be fit and able properly to perform the services authorized by the Certificate and to comply with all rules, regulations, and requirements of the Commission. Accordingly, Applicants respectfully request that the Commission expeditiously approve this Application.

VII. Conclusion

For the reasons stated herein, Applicants respectfully submit that the public interest,

convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request that the Certificate issued by the Commission to Consolidated Communications Operator Services, Inc., in Docket No. 2003-86-C, Order No. 2003-534, be transferred to Consolidated Communications Network Services, Inc., to be known as Consolidated Communications Enterprise Services, Inc., and all other relief as necessary and appropriate to effect the internal reorganization described herein be granted. Applicants also respectfully request the Commission waive the requirements that CCOS maintain its records in the South Carolina and maintain its financial records in accordance with the Uniform System of Accounts, and grant expedited treatment to permit the propose internal reorganization to be completed no later than January 1, 2009.

Respectfully submitted this 27th day of October,
2008.

Consolidated Communications Network Services,
Inc., to be known as Consolidated Communications
Enterprise Services, Inc.

By: 
Bill Terry
Senior Manager – Regulatory
Consolidated Communications Holdings, Inc.

EXHIBIT 1

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF DECEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC." WAS INCORPORATED ON THE FIFTH DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

3550865 8300

071326593

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6241337

DATE: 12-14-07

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTH DAY OF AUGUST, A.D. 2002, AT 4 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE THIRD DAY OF SEPTEMBER, A.D. 2003, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC.".



3550865 8100H

071326593

You may verify this certificate online
at corp.delaware.gov/authvar.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6241338

DATE: 12-14-07

CERTIFICATE OF INCORPORATION
OF
CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC.

1.

The name of the Corporation is Consolidated Communications Operator Services, Inc.

2.

The address of its registered agent in the State of Delaware is in the county of New Castle at 1209 Orange Street, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

3.

The purpose for which the Corporation is organized is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware, and the Corporation shall have all powers necessary to engage in such acts or activities, including, but not limited to, the powers enumerated in the General Corporation Law of Delaware or any amendment thereto.

4.

The total number of shares of stock which the Corporation shall have authority to issue is one hundred shares (100), all of which shall be common stock of \$.01 par value.

5.

The name and mailing address of the Incorporator are: Barrett D. Massey, c/o King & Spalding, 1185 Avenue of the Americas, New York, New York 10036-4003.

6.

The business and affairs of the Corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the Bylaws of the Corporation.


7.

The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

8.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 5th day of August, 2002.


Barrett D. Massey
Incorporator

**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Consolidated Communications Operator Services, Inc..

2. The registered office of the Corporation within the State of Delaware is hereby changed to 9 East Loockerman Street, Suite 1B, City of Dover 19901, County of Kent.

3. The registered agent of the Corporation within the State of Delaware is hereby changed to National Registered Agents, Inc., the business office of which is identical with the registered office of the corporation as hereby changed.

4. The Corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on August 21, 2003.

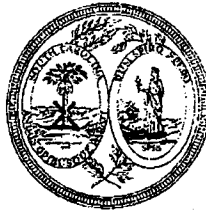
Steven L. Childers

Steven L. Childers, Vice President of Finance

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:30 AM 09/03/2003
FILED 08:30 AM 09/03/2003
SRV 030568475 - 3550865 FILE

EXHIBIT 2

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Authorization

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC., a corporation duly organized under the laws of the state of **DELAWARE** and issued a certificate of authority to transact business in South Carolina on **September 16th, 2002**, has on the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that its authority to transact business in South Carolina is subject to being revoked pursuant to Section 33-15-310 of the 1976 South Carolina Code, and no application for surrender of authority to do business in South Carolina has been filed in this office as of the date hereof.

Given under my Hand and the Great
Seal of the State of South Carolina this
24th day of October, 2008.

A handwritten signature in cursive script that reads "Mark Hammond".

Mark Hammond, Secretary of State

Note: This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual reports with the Tax Commission. It is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.

EXHIBIT 3

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONSOLIDATED COMMUNICATIONS NETWORK SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JULY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONSOLIDATED COMMUNICATIONS NETWORK SERVICES, INC." WAS INCORPORATED ON THE FIFTH DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

3550868 8300

080822355

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6755382

DATE: 07-28-08

Delaware

PAGE 1

The First State

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THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

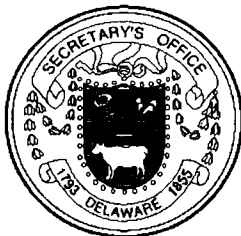
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CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2003, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "CONSOLIDATED COMMUNICATIONS NETWORK SERVICES, INC.".

3550868 8100H

080822355



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6755383

DATE: 07-28-08

CERTIFICATE OF INCORPORATION
OF
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4.

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The business and affairs of the Corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the Bylaws of the Corporation.


7.

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8.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 5th day of August, 2002.


Barrett D. Massey
Incorporator

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AND OF REGISTERED AGENT**

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3. The registered agent of the Corporation within the State of Delaware is hereby changed to National Registered Agents, Inc., the business office of which is identical with the registered office of the corporation as hereby changed.
4. The Corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on 9/16/03.

Steven L. Childers

Steven L. Childers, Vice President of Finance

EXHIBIT 4

Consolidated Communications Current Corporate Structure

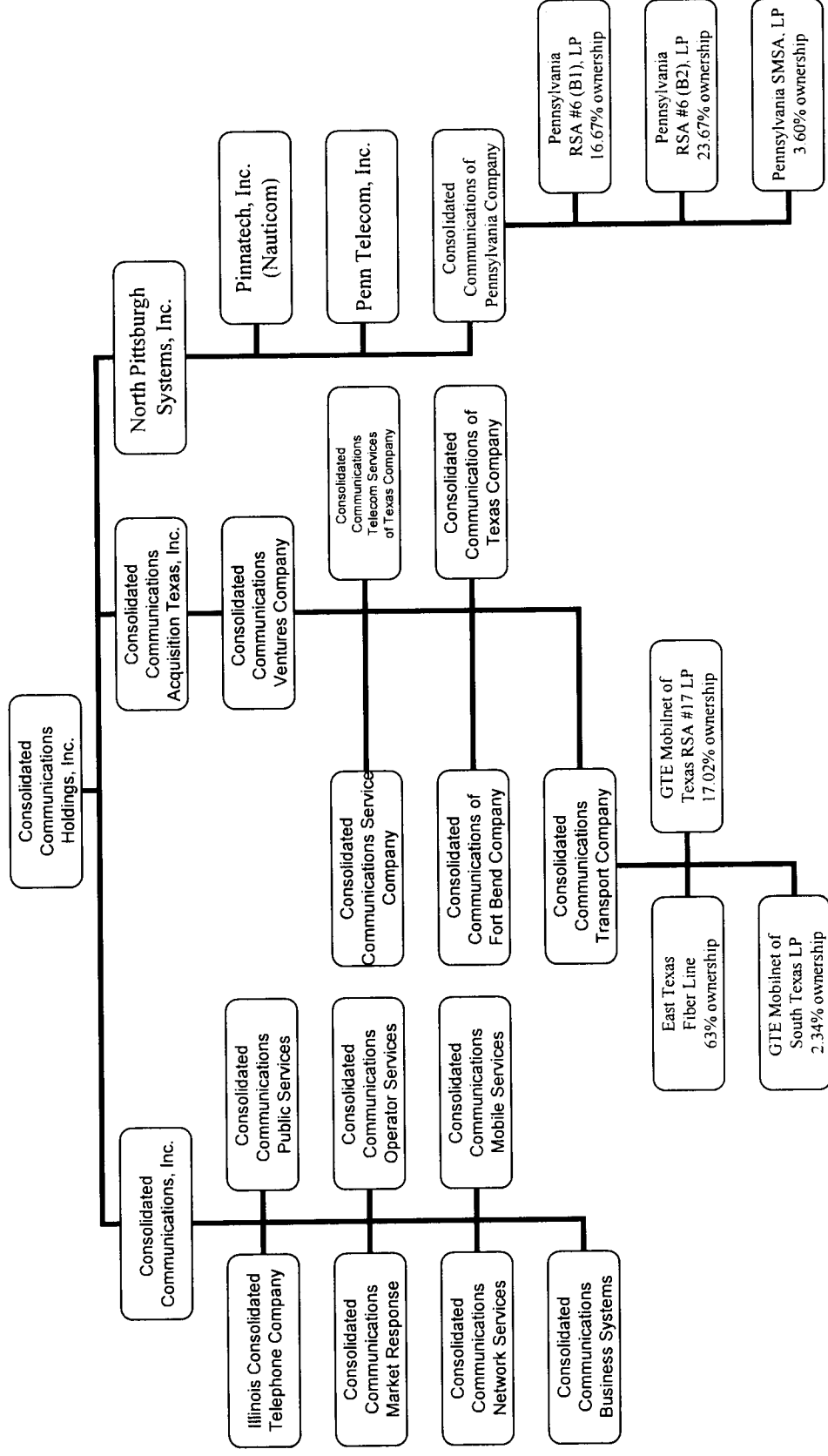


EXHIBIT 5

Consolidated Communications
Final Revised Corporate Structure

